

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

17 Civ. 5821 (RJS)

-against-

**ROBERT DONALD BRUCE GENOVESE,
B.G. CAPITAL GROUP, LTD.,
and ABRAHAM "AVI" MIRMAN,**

Defendants.

**DECLARATION OF NANCY A. BROWN
IN SUPPORT OF PLAINTIFF'S OPPOSITION
TO DEFENDANTS' MOTIONS TO DISMISS**

NANCY A. BROWN, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am employed as Senior Trial Counsel in the New York Regional Office of the Securities and Exchange Commission's Division of Enforcement. I submit this declaration in support of the Commission's Opposition to the Motion to Dismiss of Defendant Abraham "Avi" Mirman ("Mirman's MTD") and the Motion to Dismiss of Defendants Robert Donald Bruce Genovese and B.G. Capital Group, Ltd. ("BGC Defendants' MTD"). I am fully familiar with the facts and circumstances herein.

Mirman's MTD

2. Appended hereto as Exhibit A is a true and correct copy of the September 20, 2012 Broker's Representation Letter described and incorporated by reference in paragraphs 96 and 100 of the Commission's Complaint.

BGC Defendants' MTD

3. Appended hereto as Exhibit B is a true and correct copy of the newsletter endorsement of Liberty Silver Corp., written by David Bond in August 2012. It is described and incorporated by reference in paragraphs 56-58 of the Commission's Complaint.

4. Appended hereto as Exhibit C is a true and correct copy of the August 30, 2012 email Genovese sent out, under the name of BG Capital Group, to a database of contacts. It is described and incorporated by reference in paragraphs 59-61 of the Commission's Complaint.

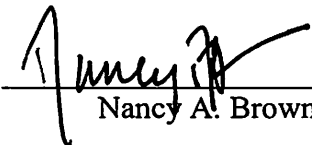
5. Appended hereto as Exhibit D is a true and correct copy of the newsletter endorsement of Liberty Silver Corp., written by James West in September 2012. It is described and incorporated by reference in paragraphs 82-85 of the Commission's Complaint.

6. Appended hereto as Exhibit E is a true and correct copy of a press release, issued by Genovese on September 27, 2012. It is described and incorporated by reference in paragraphs 86-87 of the Commission's Complaint.

7. Appended hereto as Exhibit F is a true and correct copy of the September 28, 2012 email Genovese sent out, under the name of BG Capital Group, to a database of contacts. It is described and incorporated by reference in paragraphs 86-88 of the Commission's Complaint.

Pursuant to 28 U.S.C. § 1746, I declare that the foregoing is true and correct.

Dated: New York, New York
March 2, 2018


Nancy A. Brown